

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GRASSELLI CHEMICAL COMPANY", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 1936, AT 9 O'CLOCK A.M.

0354729 8100

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8295681

DATE: 10-18-10

*Filed by-  
J. H. Carls, Esq.  
7 E. 2. du Pont de Nemours & Co.  
Wilmington, Del.*

CERTIFICATE OF INCORPORATION  
OF  
THE GRASSELLI CHEMICAL COMPANY

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FIRST. The name of this corporation is "THE GRASSELLI CHEMICAL COMPANY".

SECOND. Its principal office and place of business in the State of Delaware is to be located at No. 101 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its resident agent is M. D. Fisher, whose address is No. 101 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do and in any part of the world, viz:

(a) To engage in the manufacture of chemicals and to conduct and carry on a general business in the manufacture and sale of chemicals and all branches of business growing out of or connected with the manufacture and sale of chemicals, including the development, production and sale of minerals and oils.

(b) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property, within or without the State of Delaware, wherever situated.

(c) To manufacture, purchase, or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares,

merchandise and property of any and every class and description, and in any part of the world.

(d) To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(e) To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, or to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may be deemed to directly or indirectly effectuate these objects or any of them.

(f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidences of indebtedness issued or created by, any other corporation or corporations of this State or any other State, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(g) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, State, Government or Colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

(h) To have offices, conduct its business and promote its objects in the State of Delaware, in other States, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

(i) To purchase, hold, cancel and re-issue the shares of its capital stock.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors or otherwise, and either alone or in company with others.

(k) IN GENERAL to carry on any other business in connection therewith, whether manufacturing or otherwise, not contrary to the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

**POWER.** The amount of the total authorized capital stock of this corporation is Twenty-five Thousand Dollars (\$25,000), divided into Two Hundred Fifty (250) shares of the par value of One Hundred Dollars (\$100.00) each.

The amount of capital stock with which it will commence business is One Thousand Dollars (\$1,000), being ten (10) shares of the par value of One Hundred Dollars (\$100.00) each.

**FIFTH.** The names and places of residence of each of the incorporators are as follows:

<b><u>NAME</u></b>	<b><u>RESIDENCE</u></b>
M. H. Willis	Wilmington, Delaware
E. H. Comegys	Wilmington, Delaware
F. J. Whitehead	Wilmington, Delaware

**SIXTH.** The corporation is to have perpetual existence.

**SEVENTH.** The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

**EIGHTH.** The number of the directors of the corporation shall be fixed from time to time by the By-Laws and the number may be increased or decreased as therein provided.

In case of any increase in the number of directors, the additional directors shall be elected as provided by the By-Laws by the directors or by the stockholders at an annual or special meeting.

In case of any vacancy in the Board of Directors for any cause, the remaining directors by affirmative vote of a majority of the whole Board of Directors may elect a successor to hold office for the unexpired term of the director whose place is vacant and until the election of his successor.

In furtherance, but not in limitation of the powers conferred by law, the Board of Directors are expressly authorized:

(a) To appoint the regular officers of the corporation, and such other officers as they may deem necessary for the proper conduct of the business of the corporation.

(b) To remove at any time any officer elected or appointed by the Board of Directors but only by the affirmative vote of a majority of the whole Board of Directors.

(c) To remove any other officer or employe of the corporation or to confer such power on any committee or superior officer of the corporation, unless such removals are otherwise regulated by the By-Laws.

(d) To appoint, but only by an affirmative vote of a majority of the whole Board and from the members of the Board, an executive committee, of which a majority shall constitute a quorum, and such committee may exercise any or all of the powers of the Board of Directors to the extent provided in the By-Laws, including the power to cause the seal of the corporation to be affixed to any necessary papers.

(e) To appoint any other standing committees by the affirmative vote of a majority of the whole Board, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the By-Laws.

(f) To issue the stock of the corporation in such amounts and proportions as they may determine up to the total amount of the authorized capital stock or any increase thereof.

(g) From time to time to fix and determine and to vary the sum to be reserved over and above its capital stock paid in as working capital before declaring any dividends among its stockholders; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in; to fix the time of declaring and paying any dividend, and, unless otherwise provided in the By-Laws, to determine the amount of any dividend. All sums reserved as working capital or otherwise may be applied from time to time to the acquisition or purchase of its bonds or other obligations or shares of its own capital stock or other property to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient, and neither the stock, bonds or other

property so acquired shall be regarded as accumulated profits for the purpose of declaring or paying dividends unless otherwise determined by the Board of Directors, but shares of such capital stock so purchased or acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the corporation's capital stock as provided by law.

(h) From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by a resolution of the stockholders.

(i) Subject always to By-Laws made by the stockholders, to make By-Laws; and, from time to time, to alter, amend or repeal any By-Laws; but any By-Laws made by the Board of Directors may be altered or repealed by the stockholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal be included in the notice of the meeting.

(j) To authorize and cause to be executed, mortgages and liens, without limit as to amount, upon the whole or any part of the property and franchises of the corporation.

(k) With the written assent, without a meeting, of the holders of a majority of the capital stock of the corporation, or pursuant to the affirmative vote, in person or by proxy, at any meeting called as provided in the By-Laws, of the holders of a majority of the capital stock of the corporation, issued and outstanding, the Board of Directors may sell, convey, assign, transfer, or otherwise dispose of, the property, assets, rights and privileges

of the corporation as an entirety, for such consideration and on such terms as they may determine.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-Laws, or by resolution of the Board of Directors. The By-Laws may prescribe the number of directors necessary to constitute a quorum of the Board of Directors, which number may be less than a majority of the whole number of directors but in no event shall be less than one-third of the whole number of directors nor less than two directors.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted, subject to this reservation.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Certificate of Incorporation shall be regarded as independent objects, purposes and powers.

WE, the UNDERSIGNED, being each of the original incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware

entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this Certificate, and declare that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals this 9<sup>th</sup> day of December, A. D. 1956.

M. H. Willis (SEAL)

E. H. Comegys (SEAL)

F. J. Whitehead (SEAL)

STATE OF DELAWARE     |  
                              |     88:  
COUNTY OF NEW CASTLE |

BE IT REMEMBERED, that on this 9<sup>th</sup> day of December, A. D. 1956, personally appeared before me, the subscriber, a Notary Public in and for the State and County aforesaid, M. H. WILLIS, E. H. COMEGYS, and F. J. WHITEHEAD, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and to each of them the contents of said certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their several voluntary act and deed, and that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year first hereinabove written.



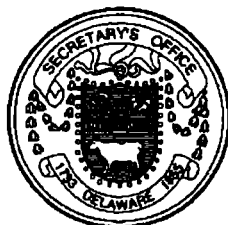
J. H. Bassett  
Notary Public

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION BEFORE BEGINNING BUSINESS OF "GRASELLI CHEMICAL COMPANY", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JANUARY, A.D. 1974, AT 9:45 O'CLOCK A.M.



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100994301

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8295682

DATE: 10-18-10

CERTIFICATE OF  
DISSOLUTION BEFORE BEGINNING BUSINESS


WE, THE UNDERSIGNED, being all of the directors  
of <sup>THE</sup> GRASSELLI CHEMICAL COMPANY, a corporation formed under  
the provisions of the General Corporation Law of the State  
of Delaware, do hereby certify that the business or  
activity for which the corporation was created has not  
been begun; that no stock certificates have been issued  
by the corporation; that no part of the capital of said  
corporation has been paid; and that all rights and franchises  
of the corporation are surrendered.

DATED January 4, 1974

  
HENRY T. BUSH, JR.

  
LOUIS R. WONDERLY

  
SAMUEL A. MILLINER, JR.

  
THOMAS E. CLOUGH

STATE OF DELAWARE :  
: SS.  
COUNTY OF NEW CASTLE :

BE IT REMEMBERED that on this 4<sup>th</sup> day of  
January, 1974, personally came before me,  
the subscriber, a Notary Public for the State and County  
aforesaid, HENRY T. BUSH, JR., LOUIS R. WONDERLY, SAMUEL A.  
MILLINER, JR., and THOMAS E. CLOUGH, all the Directors of THE  
GRASSELLI CHEMICAL COMPANY, known to me personally to be  
such, and acknowledged the foregoing Certificate of  
Dissolution to be their act and deed and the act and  
deed of <sup>THE</sup> GRASSELLI CHEMICAL COMPANY and that the facts  
therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand  
and seal of office the day and year aforesaid.

Frances L. [Signature]  
NOTARY PUBLIC  
My Commission Expires Mar 31, 1974  
